

File No. SD-087

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

BOOMTOWN, INC.

(Registration)

AMENDMENT NO. 2 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 5, 1993, and specially before the Nevada Gaming Commission ("Commission") on May 21, 1993, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

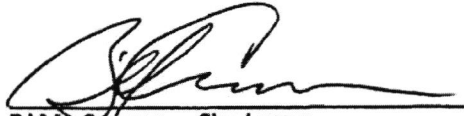
IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the application of Boomtown, Inc. for an amendment to its Order of Registration has been filed.
2. THAT paragraph 11 of the Order of Registration of Boomtown, Inc. entered on October 19, 1992, is hereby rescinded in its entirety.
3. THAT this Amendment No. 2 to Order of Registration shall not be effective until and unless Registration Statement No. 33-61198 is declared effective by the SEC and the public offering described therein is sold to the underwriters.


4. THAT except as expressly modified by this Amendment No. 2 to Order of Registration, or other Commission action, all other terms and conditions of the Order of Registration of Boomtown, Inc. entered on October 19, 1992, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Carson City, Nevada, this 21st day of May, 1993.

FOR THE COMMISSION:



Bill Curran, Chairman

Submitted by:


Mark A. Clayton, Chief Deputy
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division